

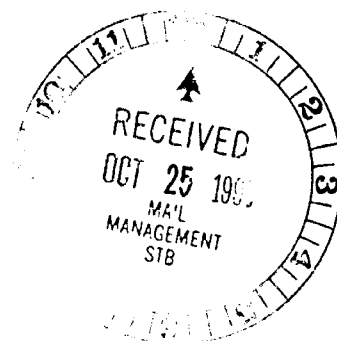
October 14, 1999

Vernon A. Williams, Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 14398-E FILED

NOV 1 '99

1-15 PM



Dear Secretary:

I have enclosed an original and one certified copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. This document is a Release of Master Lease Agreement, a secondary document, dated October 14, 1999. The Master Lease Agreement, Supplement I thereto, and Annex A through D being primary documents to which this Release is connected were recorded on August 10, 1984 at 3:45 p.m. under Recordation Nos. 14398 and 14398A with the Surface Transportation Board, the successor-in-interest to the Interstate Commerce Commission.

The names and addresses of the parties to the documents are as follows:

Lessee:

Colorado-Ute Electric Association Inc.
P.O. Box 1149
Montrose, CO 81401

Lessor:

The Connecticut National Bank - not in its
individual capacity but solely as trustee under
that certain Trust Agreement dated as of August 1, 1984
777 Main Street
Hartford, CT 06115

Beneficiary:

General Electric Credit Corporation

A description of the equipment covered by the document follows:

Supplier Name: Ortner Freight Car Company

Type and Model of Units: Open-top, four-hopper, auto-bottom dump cars of 3800 cu. ft. capacity when level full

Number of Units: 55

Car Numbers:

CUEX84001	CUEX84015	CUEX84029	CUEX84043
CUEX84002	CUEX84016	CUEX84030	CUEX84044
CUEX84003	CUEX84017	CUEX84031	CUEX84045
CUEX84004	CUEX84018	CUEX84032	CUEX84046
CUEX84005	CUEX84019	CUEX84033	CUEX84047
CUEX84006	CUEX84020	CUEX84034	CUEX84048
CUEX84007	CUEX84021	CUEX84035	CUEX84049
CUEX84008	CUEX84022	CUEX84036	CUEX84050
CUEX84009	CUEX84023	CUEX84037	CUEX84051
CUEX84010	CUEX84024	CUEX84038	CUEX84052
CUEX84011	CUEX84025	CUEX84039	CUEX84053
CUEX84012	CUEX84026	CUEX84040	CUEX84054
CUEX84013	CUEX84027	CUEX84041	CUEX84055
CUEX84014	CUEX84028	CUEX84042	

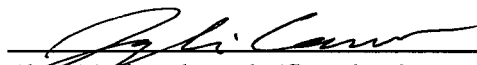
A fee of \$26 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to Peter Harris, Dorsey & Whitney LLP, 220 South Sixth Street, Minneapolis, Minnesota 55402.

A short summary of the document to appear in the index follows:

Release dated October 14, 1999 of that certain Master Lease Agreement, Supplement I thereto, and Annex A through D, with Recordation Nos. 14398 and 14398A, covering 55 open-top, four-hopper, auto-bottom dump cars of 3800 cu. ft. capacity when level full, supplied by Ortner Freight Car Company and bearing the following car/serial numbers, in consecutive order: CUEX84001 through CUEX84055.

Very truly yours,

Please call me if there is any problem or question with the enclosed. Thank you, Mary George
MARY M. GEORGE
LEGAL ASSISTANT


Fleet National Bank (fka The Connecticut National Bank), as Ownee Trustee

DORSEY & WHITNEY LLP
PILLSBURY CENTER SOUTH
220 SOUTH SIXTH STREET
MINNEAPOLIS, MINNESOTA 55402-1498

(612) 340-2758
FAX: (612) 340-2643

RECORDATION NO. 14398-E

FILED

RELEASE OF MASTER LEASE AGREEMENT

NOV 1 1999

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FOR VALUABLE CONSIDERATION, Fleet National Bank (formerly known as The Connecticut National Bank), not in its individual capacity but solely as Trustee under a Trust Agreement dated as of August 1, 1984 with General Electric Credit Corporation as the Beneficiary, hereby releases the following Master Lease Agreement, Supplement I thereto, and Annex A through D, which documents were recorded in the office of the Surface Transportation Board, the successor-in-interest to the Interstate Commerce Commission on August 10, 1984 at 3:45 p.m., under recordation numbers 14398 and 14398A, covering the rail cars more particularly described on Exhibit A attached hereto, under that certain Master Lease Agreement executed by and Colorado-Ute Electric Association, Inc. (as "Lessee") to Fleet National Bank (formerly known as The Connecticut National Bank), not in its individual capacity but solely as Trustee under a Trust Agreement dated as of August 1, 1984 with General Electric Credit Corporation as the Beneficiary (the Trustee as "Lessor").

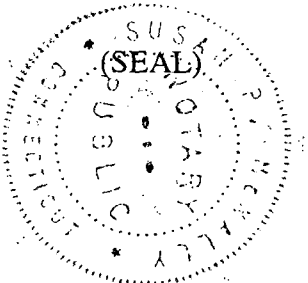
Dated: October 14, 1999

Fleet National Bank (f/k/a The Connecticut National Bank), not in its individual capacity but solely as Trustee under a Trust Agreement dated as of August 1, 1984

By [Signature]
Its Attorney-In-Fact

State of Connecticut
County of Hartford)ss

On this 19th day of October, 1999 before me personally appeared Jacqueline Connor, to me personally known, who being by me duly sworn, says that (s)he is the Attorney-In-Fact of Fleet National Bank, a national banking association, that said instrument was signed on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Susan P. McNally
Signature of Notary Public
My Commission expires:

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMM. EXPIRES MARCH 31, 2000

EXHIBIT A

Equipment under Supplement No. I
to Master Lease Agreement dated as of August 1, 1984

Supplier Name:

Ortner Freight Car Company

Type and Model of Units:

Open-top, four-hopper, auto-bottom dump cars of 3800 cu. ft. capacity when level full

Number of Units: 55

Car Numbers:

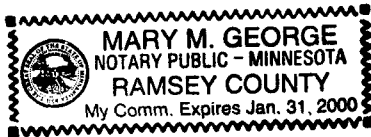
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CUEX84016	CUEX84034	CUEX84052
CUEX84017	CUEX84035	CUEX84053
CUEX84018	CUEX84036	CUEX84054
		CUEX84055

CERTIFICATE OF NOTARY PUBLIC

The undersigned, being a notary public in and for the State of Minnesota, do hereby certify that I have compared the copy of the Release of Master Lease Agreement attached hereto with the fully executed original document and have found it to be true, complete and identical in all respects to the original Release of Master Lease Agreement by Fleet National Bank dated as of October 14, 1999.

Dated as of this 20th day of October, 1999.

(Seal)



Mary M. George
Mary M. George, Notary Public
My Commission expires:
January 31, 2000